(Per ILA Approval Requirements)

[X] ***CA Approval***
[ ] ***JB Approval***

REGIONAL FARE COORDINATION SYSTEM
CHANGE ORDER NO. 23

CONTRACTOR: **ERG Transit Systems (USA) Inc.**
CONTRACT NUMBER: **229944**

This Change Order to Contract #229944 ("Change Order") is executed as of 5/23/07, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Background

A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

B. The Agencies and the Contractor desire to execute this Change Order No. 23 and the attached Amendment 21, to modify: Division III installation requirements related to the Sound Transit Stand Alone Fare Transaction Processor (SAFTP); all installation documents related to the Sound Transit SAFTP; and Sections II and IV of Exhibit 9, Price Schedule.

Changes

The Agencies and the Contractor hereby agree to the following changes to the Contract.

1.0 Division III Changes

Section 6-III – 9.6 is hereby amended to renumber section 9.6 as "9.6.1," add subsection (h) to 9.6.1, and add a new section 9.6.2 Agency Installed Mounting Hardware:

9.6.1 Contractor Installed Mounting Hardware

(a) SAFTP's shall be designed to be installed freestanding on a pedestal or wall mounted.

(b) The Contractor shall provide the Contract Administrator and affected Agency with bolt pattern mounting requirements, foundation designs, and electrical/communications construction and connection details.

(c) The Contractor shall provide one (1) set of anchor bolts and all mounting hardware, including mounting or pedestal base if required, for each SAFTP provided under this contract.

(d) The Contractor shall be responsible for mounting the SAFTP's with bolts or other means to a concrete surface. Each unit shall be properly leveled, accommodating station platform slopes of up to 2% traverse and 2.4% longitudinal, prior to being permanently installed.

(e) Removal of SAFTP's shall be possible without damage to concrete or attachment devices. The attachment devices shall not be exposed to the public after the equipment is installed.

(f) Conduit, power and communication cables leading from the power and communication sources to the junction box shall be installed by the Agency. Connections from the junction box to the SAFTP shall be the responsibility of the Contractor.

(g) The Contractor shall install the SAFTP's over the junction boxes, providing bottom entry of power and communication lines such that no wiring or cabling is exposed outside the SAFTP cabinet or base, and the Contractor shall make final connections (plug0in) to power and communications.

(h) The Contractor shall provide commissioning/commissioning test services of the devices as well as installation testing services.

9.6.2 Agency Installed Mounting Hardware

(a) SAFTP's shall be designed to be installed freestanding on a pedestal or wall mounted.

(b) The Contractor shall provide the Contract Administrator and affected Agency with bolt pattern mounting requirements, foundation designs, and electrical/communications construction and connection details.

(c) The Contractor shall provide one (1) set of anchor bolts and all mounting hardware, including mounting or pedestal base if required, for each SAFTP provided under this contract.

(d) The Agency shall be responsible for attaching the mounting hardware with bolts or other means to a concrete surface (pedestal) or wall (wall mount box). Each unit shall be properly leveled, accommodating station platform slopes of up to 2% traverse and 2.4% longitudinal, prior to being permanently installed.

(e) Conduit, power and communication cables leading from the power and communication sources to the junction box shall be installed and terminated by the Agency.

(f) The Agency shall be responsible for fitting SAFTP to SAFTP pole or SAFTP wall mount enclosure with three bolts supplied by ERG

(g) The Agency shall machine holes into base plates to accommodate surface mount conduit where preferred and shall fit base covers to SAFTP pole where required.

(h) The Contractor shall provide commissioning/commissioning test services of the Agency Installed devices as well as installation testing services.

2.0 Installation Document Changes

Contractor shall provide revisions to all installation documents related to the Sound Transit SAFTP which are necessary to incorporate and explain the above-described installation option. These documents are: SEA 02392 – Commissioning Procedure SAFTP and SEA 02715 Sound Transit SAFTP Site Preparation Instructions.

3.0 Compensation Changes

This Change Order 23 shall give rise to no additional compensation except for the unit cost amounts as specified in Amendment No. 21 which is attached hereto as "CO 23 Attachment A" and which the Parties agree, without further execution, hereby amends Exhibit 9 to the Contract, entitled "Price Schedule," by adding the unit price options as noted to Sections II "Equipment Prices" and IV "Equipment Installation", and a one-time charge of $973.00 to reflect the effort to modify the documentation (3 hours Technical Engineer @ $92/hr., 4 hours Business Analyst @ $91/hr., and 3 hours QA by Installation Manager @ $111/hr.)

4.0 Installation/Commissioning Charges

The breakdown of the installation/Commissioning charges cited in Attachment A are as follows:

Commissioning - Technical Engineer	135 minutes (2.25 hrs.) @ 92.00/hr.	$207.00
Installation Manager - Installation Test	45 minutes @ $111/hr.	$83.25
Installation Manager - Commissioning Test	30 minutes @ $111/hr	$55.50
Charges for additional hardware (bolts/glue/shims etc.)		$48.25

Per Section 6.III-9.6(g), Contractor estimates the following:
Installation and Final Connections. Technical Engineer – 15 minutes $23.00

Contractor reserves the right to charge for travel time at the hourly rate for Technical Engineer i call-out is for any reason other than equipment failure.

Total per unit **$417.00**

5.0 Other Terms and Conditions

Except as expressly amended by this Change Order, the Contract remains in full force and effect. All other provisions of the Contract not referenced in this Change Order No. 23 shall remain in effect unless modified in other executed Amendments and Change Orders.

IN WITNESS WHEREOF, the parties hereto have executed this Change Order No. 23 to Contract #229944 as of the date set forth below its signature.

ERG Transit Systems (USA) Inc.

By: _____
Its: Project Manager
Date: May 23rd 2007

The Agencies

By: Candace Carlson
Their: Contract Administrator
On behalf of the Agencies
Date: 5/23/07

Amendment 21 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 21 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this ___ day of _____, 2007, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

B. The Agencies and the Contractor desire to amend Sections II and IV of Exhibit 9, Price Schedule, in connection with the Work described in Change Order 23 to which this is attached.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Contract as follows:

Section 1.0 Section II (Equipment Prices) of Exhibit 9, Price Schedule, is hereby amended to read as follows:

II. EQUIPMENT Prices

	Range of Quantities		
A. FARE TRANSACTION PROCESSOR (FTP)			
A.1 On Board FTP (unit price includes Ethernet Switch for Agency orders for Phase I and Phase II procurement by ERG)	**1,500 or less**	**1,501-3,000**	**Over 3,000**
PRICE PER UNIT	$721	$687	$680
A.2 Stand Alone FTP	**50 or less**	**51-80**	**Over 80**
a. Sound Transit (ST) Configuration (w/buttons)	$3,626	$3,463	$3,435
b. WSF Configuration (w/o buttons)	$3,522	$3,354	$3,321
c. ST Base Covers	$ 388	$ 388	$ 388
d. ST Powder Coating of Pole/Base Cover Mounting Hardware Combination Unit	$ 84	$ 84	$ 84
e. ST Powder Coating of Wall Mount Box	$ 81	$ 81	$ 81
A.3 Portable FTP	**100 or less**	**101-500**	**Over 500**
a. Portable FTP – verifier only	$1,327	$1,300	$1,274
b. Portable FTP – Full Function (Unitech)	$1,792	$1,756	$1,721
c. Portable FTP – Original Submission (P4000)	$2,102	$2,081	$2,060

B.

DRIVER DISPLAY UNIT	**1,500 or less**	**1,501-3,000**	**Over 3,000**
PRICE PER UNIT	$1,365	$1,302	$1,289

C. WIRELESS DATA ON/OFF LOADING SYSTEM

C.1 Base/Terminal Module	**10 or less**	**11-20**	**Over 20**
PRICE PER UNIT	$3,919	$3,732	$3,554
C.2 On-Board Vehicle Module (Non Ruggedized)	**1,500 or less**	**1,501-3,000**	**Over 3,000**
PRICE PER UNIT	$631	$601	$595
C.3 On-Board Vehicle Module (Ruggedized)	**1,500 or less**	**1,501-3,000**	**Over 3,000**
PRICE PER UNIT	$1,103	$1,090	$1,069

D.

DATA ACQUISITION COMPUTER (DACs)	**15 or less**	**16-30**	**Over 30**
PRICE PER UNIT	$13,856	$13,196	$13,064

E.

BACK OFFICE CLIENT COMPUTERS	3 or less	4-8	Over 8
PRICE PER UNIT	$61,693	$58,755	$55,957

F.

INTEGRATION w/ SOUND TRANSIT TVMs	30 or less	31-50	Over 50
PRICE PER UNIT	$2,494	$2,375	$2,352

Section 2.0 Section IV (Equipment Installation) of Exhibit 9, Price Schedule, is hereby amended to read as follows:

IV. EQUIPMENT INSTALLATION

Range of Quantities

A.

ON BOARD FTP	1,500 or less	1,501-3,000	Over 3,000
INSTALLATION COST PER UNIT (Cost includes the Driver Display Unit, Ethernet Switch, Wireless data on/off Loading devices, and the necessary installation equipment and materials as reasonably agreed between Parties.)	$84 (less a credit of $7.87 if DDU fixed mount not provided)	$80 (less a credit of $7.87 if DDU fixed mount not provided)	$80 (less a credit of $7.87 if DDU fixed mount not provided)

B.

STAND ALONE FTP	50 or less	51-80	Over 80
Installation Cost Per Unit Contractor Installed Mounting Hardware	$683	$651	$644
Installation and Commissioning Cost Per Unit Agency Installed Mounting Hardware	$417	$417	$417

C.

PORTABLE FTP	100 or less	101-500	Over 500
INSTALLATION COST PER UNIT	$138	$136	$135

D.

DATA ACQUISITION COMPUTER (DACs)	15 or less	16-30	Over 30
INSTALLATION COST PER UNIT	$1,213	$1,155	$1,144

E.

BACK OFFICE CLIENT COMPUTER	3 or less	4-8	Over 8
INSTALLATION COST PER UNIT	$1,104	$1,051	$1,001

F.

INTEGRATION w/ SOUND TRANSIT TVMs	30 or less	31-50	Over 50
INSTALLATION COST PER UNIT	N/A	N/A	N/A

G.

CUSTOMER SERVICE TERMINAL (CST)	15 or less	16-30	Over 30
INSTALLATION COST PER UNIT	$1,553	$1,479	$1,408

H.

SNMP COLLECTION SERVER AND SOFTWARE	3 or less (price/unit)
i. SNMP COLLECTION SERVER HARDWARE INSTALLATION COST PER UNIT	$1,104
ii. HP OPENVIEW LICENSE (SOFTWARE) INSTALLATION AND SERVER CONFIGURATION COST PER UNIT/LICENSE	$9,846